

Johnston Linda
Form 4
November 19, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnston Linda

2. Issuer Name **and** Ticker or Trading
Symbol
BERKSHIRE HILLS BANCORP
INC [BHLB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
24 NORTH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP and Chief HR Officer

PITTSFIELD, MA 01201

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/18/2010		M		10,348	A	\$ 16.75 15,409
Common Stock	11/18/2010		S		3,736	D	\$ 19.75 11,673
Common Stock	11/18/2010		S		700	D	\$ 19.77 10,973
Common Stock	11/18/2010		S		1,000	D	\$ 19.7703 9,973
Common Stock	11/18/2010		S		100	D	\$ 19.776 9,873

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Common Stock	11/18/2010	S	214	D	\$ 19.78	9,659	D	
Common Stock	11/18/2010	S	310	D	\$ 19.79	9,349	D	
Common Stock	11/18/2010	S	600	D	\$ 19.8	8,749	D	
Common Stock	11/18/2010	S	1	D	\$ 19.81	8,748	D	
Common Stock	11/18/2010	S	6	D	\$ 19.82	8,742	D	
Common Stock	11/18/2010	S	204	D	\$ 19.85	8,538	D	
Common Stock	11/18/2010	S	600	D	\$ 19.8501	7,938	D	
Common Stock	11/18/2010	S	100	D	\$ 19.857	7,838	D	
Common Stock	11/18/2010	S	1,077	D	\$ 19.88	6,761	D	
Common Stock	11/18/2010	S	100	D	\$ 19.8801	6,661	D	
Common Stock	11/18/2010	S	100	D	\$ 19.885	6,561	D	
Common Stock	11/18/2010	S	300	D	\$ 19.89	6,261	D	
Common Stock	11/18/2010	S	400	D	\$ 19.9	5,861	D	
Common Stock	11/18/2010	S	800	D	\$ 19.9001	5,061	D	
Common Stock						13,613	I	By 401(k)
Common Stock						748	I	By Stock Award I <u>(1)</u>
Common Stock						708	I	By Stock Award II <u>(2)</u>
Common Stock						1,417	I	By Stock Award III <u>(3)</u>
Common Stock						3,626	I	By Stock Award IV <u>(4)</u>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 16.75	11/18/2010		M	10,348	01/30/2002 ⁽⁵⁾ 01/30/2011	Common Stock 10,348

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Johnston Linda 24 NORTH STREET PITTSFIELD, MA 01201	EVP and Chief HR Officer

Signatures

/s/ Linda
Johnston 11/18/2010

__Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Stock awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments commencing on January 30, 2009.
 - (2) Stock awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments commencing on January 30, 2010.
 - (3) Stock awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments commencing on January 30, 2010.
 - (4) Stock awards granted pursuant to the Berkshire Hills Bancorp, Inc. 2003 Equity Compensation Plan vest in three equal annual installments commencing on January 30, 2011.

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(5) Stock options are fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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